

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

COMPASS-CHARLOTTE 1031, LLC,

Plaintiff,

-against-

Case No.: 24-cv-55

PRIME CAPITAL VENTURES, LLC
BERONE CAPITAL FUND, LP
BERONE CAPITAL PARTNERS LLC
BERONE CAPITAL LLC
BERONE CAPITAL EQUITY FUND I, LP
405 MOTORSPORTS LLC f/k/a Berone Capital Equity
Partners LLC

DECLARATION OF
CHRISTOPHER V. FENLON,
ESQ.

Defendants.

I, Christopher V. Fenlon, hereby declare the following under penalty of perjury, pursuant to 28 U.S.C. § 1746:

1. I am an attorney duly admitted to the practice of law before the courts of the State of New York and am admitted to practice law before this Court.

2. I am a partner with the law firm of Hinckley, Allen & Snyder LLP, attorneys for Plaintiff, Compass-Charlotte 1031, LLC in the above-referenced matter.

3. I respectfully submit this declaration in support of Plaintiff's Opposition to the Berone Defendants' Motion to Vacate Receivership with Respect to the Berone Defendants.

4. Attached hereto as **Exhibit A** is a true and correct copy of the Limited Partnership Agreement between Berone Capital Fund, LP and Berone Capital Partners, LLC, dated November 23, 2021.

5. Attached hereto as **Exhibit B** is a true and correct copy of bank account statements of Prime Capital Ventures, LLC held at Citibank, N.A., dated September 21, 2022 through May 25, 2023.

6. Attached hereto as **Exhibit C** is a true and correct copy of bank account statements of Berone Capital Fund LP held at RBC Capital Markets, LLC, dated October 1, 2022 through October 31, 2023.

7. Attached hereto as **Exhibit D** is a true and correct copy of bank account statements of Berone Capital Fund LP held at Signature Bank, dated March 2, 2022 through December 31, 2023.

8. Attached hereto as **Exhibit E** is a true and correct copy of a production letter sent by Katie Franceck at Flagstar Bank, N.A., dated January 18, 2024.

DATED: March 13, 2024
Albany, New York

By: /s/ Christopher V. Fenlon
Christopher V. Fenlon, Esq.